

Objection Deadline: February 21, 2024 at 4:00 p.m. (prevailing Eastern Time)

Hearing Date: February 28, 2024 at 9:00 a.m. (prevailing Eastern Time)

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**In re**

**INVERSIONES LATIN AMERICA POWER LTDA.,  
*et al.*,<sup>1</sup>**

**Debtors.**

**Chapter 11**

**Case No. 23-11891 (JPM)**

**(Jointly Administered)**

**SUMMARY OF FIRST AND FINAL APPLICATION OF EPIQ CORPORATE  
RESTRUCTURING, LLC, AS ADMINISTRATIVE AGENT FOR THE DEBTORS, FOR  
ALLOWANCE OF COMPENSATION FOR PROFESSIONAL SERVICES RENDERED  
AND FOR REIMBURSEMENT OF ACTUAL AND NECESSARY  
EXPENSES INCURRED FOR THE PERIOD  
FROM NOVEMBER 30, 2023 THROUGH JANUARY 12, 2024**

Name of Applicant	Epiq Corporate Restructuring, LLC
Authorized to provide professional services to	Debtors and Debtors in Possession
Compensation Period	November 30, 2023 through January 12, 2024
Total compensation sought during the Compensation Period	\$32,391.50
Total expenses sought during the Compensation Period	\$0.00
Petition date	November 30, 2023
Retention date	January 3, 2024 <i>nunc pro tunc</i> to November 30, 2023
Date of Retention Order	January 3, 2024
Total compensation approved by interim orders to date	N/A
Total expenses approved by interim orders to date	N/A
Blended rate in this application for all timekeepers	\$213.10
Compensation sought in this application already paid pursuant to a monthly compensation order but not yet allowed	N/A

<sup>1</sup> The Debtors, together with each Debtor's Chilean identification number, are: Inversiones Latin America Power Ltda. (76.299.635-9); San Juan S.A. (76.319.883-9); and Norvind S.A. (76.919.070-8). The location of the corporate headquarters and the service address for Inversiones Latin America Power Ltda. is Cerro El Plomo 5680, Oficina 1202, Las Condes, Santiago, Chile.

Expenses sought in this application already paid pursuant to a monthly compensation order but not yet allowed	N/A
Number of professionals included in this application	7
If applicable, number of professionals in this application not included in staffing plan approved by client	N/A
If applicable, difference between fees budgeted and compensation sought for this period	N/A
Number of professionals billing fewer than 15 hours to the case during this period	3
Are any rates higher than those approved or disclosed at retention? If yes, calculate and disclose the total compensation sought in this application using the rates originally disclosed in the retention application	No

Case Name: In re Inversiones Latin America Power Ltda., *et al.*  
Case Number: 23-11891 (JPM)  
Applicant's Name: Epiq Corporate Restructuring, LLC  
Date of Application: January 31, 2024  
Interim or Final: Final

**Prior Applications**

No prior applications have been filed.

**Summary of Hours Billed by Epig Employees During the Compensation Period**

<b>Employee Name</b>	<b>Title</b>	<b>Total Hours</b>	<b>Rate</b>	<b>Total</b>
Jane Sullivan	Director	56.90	\$235.00	\$13,371.50
Emily Young	Solicitation Consultant	1.20	\$200.00	\$240.00
Jeremy Rackauckas	Solicitation Consultant	11.80	\$200.00	\$2,360.00
John Chau	Solicitation Consultant	5.10	\$200.00	\$1,020.00
Joseph Arena	Solicitation Consultant	18.10	\$200.00	\$3,620.00
Stephenie Kjontvedt	Solicitation Consultant	25.10	\$200.00	\$5,020.00
Thomas Vasquez	Solicitation Consultant	33.80	\$200.00	\$6,760.00
	<b>TOTAL</b>	<b>152.00</b>		<b>\$32,391.50</b>
	<b>BLENDED RATE</b>		<b>\$213.10</b>	

**Summary of Fees Billed by Subject Matter During the Compensation Period**

<b>Matter Description</b>	<b>Total Hours</b>	<b>Total Fees Requested</b>
Balloting/Solicitation Consultation	152.00	\$32,391.50
<b>Total</b>	<b>152.00</b>	<b>\$32,391.50</b>

**Summary of Expenses Incurred by Epiq During the Compensation Period**

<b>Description</b>	<b>Total Fees Requested</b>
None	<b>\$0.00</b>
<b>TOTAL</b>	<b>\$0.00</b>

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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**In re**

**INVERSIONES LATIN AMERICA POWER LTDA.,  
*et al.*,<sup>1</sup>**

**Debtors.**

**Chapter 11**

**Case No. 23-11891 (JPM)**

**(Jointly Administered)**

**FIRST AND FINAL APPLICATION OF EPIQ CORPORATE RESTRUCTURING, LLC,  
AS ADMINISTRATIVE AGENT FOR THE DEBTORS, FOR ALLOWANCE OF  
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND FOR  
REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES INCURRED FOR  
THE PERIOD FROM NOVEMBER 30, 2023 THROUGH JANUARY 12, 2024**

Epiq Corporate Restructuring, LLC (“**Epiq**”), administrative agent to the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”), submits this first and final application (the “**Application**”), pursuant to sections 330 and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rule 2016-1 of the Local Bankruptcy Rules for the Southern District of New York (the “**Local Rules**”), *Administrative Order M-447* (the *Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases*, dated January 29, 2013, updated June 17, 2013 (Morris, C.J.)) (the “**Local Guidelines**”), and the *United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330*, effective January 30, 1996 (the “**UST Guidelines**”), for entry of an order allowing compensation for professional services rendered by Epiq to the Debtors for the period from November 30, 2023 through January

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<sup>1</sup> The Debtors, together with each Debtor’s Chilean identification number, are: Inversiones Latin America Power Ltda. (76.299.635-9); San Juan S.A. (76.319.883-9); and Norvind S.A. (76.919.070-8). The location of the corporate headquarters and the service address for Inversiones Latin America Power Ltda. is Cerro El Plomo 5680, Oficina 1202, Las Condes, Santiago, Chile.

12, 2024 (the “**Compensation Period**”), in the aggregate amount of \$32,391.50 and reimbursement of actual and necessary expenses incurred by Epiq during the Compensation Period in the aggregate amount of \$0.00. In support of this Application, Epiq respectfully submits as follows:

### **Jurisdiction and Venue**

1. The Court (defined below) has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.). This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

### **Background**

2. Prior to the commencement of the Chapter 11 Cases (defined below), the Debtors and certain of their advisors, engaged in extensive, good faith negotiations with certain holders of Senior Debt Claims and their advisors that culminated in an agreement with respect to a consensual restructuring on the terms set forth in the Plan (defined below). The Debtors commenced a pre-petition solicitation of the Plan on November 29, 2023.

3. On November 30, 2023 (the “**Petition Date**”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code with the United States Bankruptcy Court for the Southern District of New York (the “**Court**”). Throughout the pendency of these chapter 11 cases (the “**Chapter 11 Cases**”), the Debtors operated as debtors and debtors in possession under sections 1107(a) and 1108 of the Bankruptcy Code. No trustee, examiner or official committee of unsecured creditors has been appointed in these Chapter 11 Cases.

4. On the Petition Date, the Debtors filed the *Debtors’ Joint Prepackaged Chapter 11 Plan* [ECF No. 11] (as amended from time to time, including ECF No. 68, filed on January 1, 2024, and including all supplements, the “**Plan**”) and the *Disclosure Statement for the Joint*

*Prepackaged Plan of Reorganization of Inversiones Latin America Power Ltda. and its Debtor Subsidiaries Pursuant to Chapter 11 of the Bankruptcy Code* [ECF No. 12] (as amended from time to time, and including all exhibits attached thereto, the “**Disclosure Statement**”).<sup>2</sup>

5. As detailed in the *Debtors’ Memorandum of Law in Support of Entry of an Order (A) Approving the Debtors’ Disclosure Statement and (B) Confirming the Debtors’ Joint Prepackaged Chapter 11 Plan of Reorganization* [ECF No. 72], 100% in number and 100% in amount of the Holders of Claims in Class 3 that cast ballots voted to accept the Plan; and 100% in amount of the Holders of Interests in Class 6 that cast ballots voted to accept the Plan.

6. On January 3, 2024, the Court entered the *Findings of Fact, Conclusions of Law and Order (I) Approving the Debtors’ Disclosure Statement Pursuant to Sections 1125 and 1126(b) of the Bankruptcy Code and (II) Confirming the Debtors’ Joint Prepackaged Chapter 11 Plan of Reorganization* [ECF No. 92] (the “**Confirmation Order**”), approving the Disclosure Statement and confirming the Plan.

7. On January 12, 2024, the Debtors filed the *Notice of (I) Entry of Order (A) Approving Disclosure Statement and (B) Confirming Debtors’ Joint Prepackaged Chapter 11 Plan and (II) the Plan Effective Date* [ECF No. 102] (the “**Effective Date Notice**”), reflecting that on January 12, 2024 (the “**Plan Effective Date**”), the Plan had become effective in accordance with its terms.

8. Pursuant to the Plan, the Confirmation Order, and the Effective Date Notice, all professionals requesting compensation for services rendered in connection with the Chapter 11 Cases prior to the Plan Effective Date must, within 30 days of the Plan Effective Date, file with

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<sup>2</sup> Capitalized terms used but not defined herein have the meanings ascribed to them in the Plan or the Disclosure Statement, as applicable.

the Court an application for the allowance of compensation and reimbursement of expenses in the Chapter 11 Cases.

9. The Debtors intend to file their first monthly operating report and pay the quarterly fees for the quarter ending December 31, 2023 on or before January 31, 2024.

**The Debtors' Retention of Epiq**

10. On December 12, 2023, the Debtors filed the *Debtors' Application for Entry of an Order Authorizing Employment and Retention of Epiq Corporate Restructuring, LLC as Administrative Agent, Nunc Pro Tunc to the Petition Date, and Granting Related Relief* [ECF No. 43] (the “**Retention Application**”). On January 3, 2024, the Court granted the Retention Application, entering the *Order Authorizing the Employment and Retention of Epiq Corporate Restructuring, LLC, as Administrative Agent, Nunc Pro Tunc to the Petition Date, and Granting Related Relief* [ECF No. 89] (the “**327(a) Retention Order**”).

11. Pursuant to the 327(a) Retention Order, in accordance with the agreement governing the Debtors' employment of Epiq as administrative advisor (the “**Services Agreement**”), attached as Exhibit C to the Retention Application, Epiq is authorized to be compensated on an hourly basis for professional services rendered to the Debtors and reimbursed for actual and necessary expenses incurred by Epiq in connection therewith.<sup>3</sup>

12. Because of the prepackaged nature of these Chapter 11 Cases, the Debtors did not pursue procedures for the interim compensation of professionals. Thus, Epiq seeks approval in

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<sup>3</sup> In addition to being retained as administrative agent, on December 1, 2023, Epiq was retained to serve as claims and noticing agent for the Debtors pursuant to 28 U.S.C. § 156(c) [ECF No. 37] (the “**156(c) Retention Order**”). In accordance with the 156(c) Retention Order, all fees and expenses related to Epiq's services as claims and noticing agent were to be paid by the Debtors in the ordinary course of business without the necessity of a fee application. As such, none of Epiq's fees or expenses on account of the services provided as the Debtors' claims and noticing agent are included in this Application.



this Application of all fees and expenses incurred in its capacity as administrative agent to the Debtors during the Compensation Period.

**Disclosure of Requested Compensation**

13. Epiq files this Application requesting allowance and approval of compensation in the amount of \$32,391.50 for professional services rendered by Epiq to the Debtors and reimbursement of actual and necessary expenses incurred by Epiq during the Compensation Period.

14. The fees sought in this Application reflect an aggregate of 152.00 hours expended by Epiq professionals during the Compensation Period rendering necessary and beneficial administrative services to the Debtors at a blended average hourly rate of \$213.10 for professionals. Epiq maintains computerized records of the time expended in the performance of the professional services required by the Debtors and their estates. These records are maintained in the ordinary course of Epiq's practice.

15. The hourly rates and corresponding rate structure utilized by Epiq in these Chapter 11 Cases are generally equivalent to the hourly rates and corresponding rate structure predominantly used by Epiq for comparable matters, whether in Chapter 11 or otherwise, regardless of whether a fee application is required.

16. Epiq's hourly rates are set at a level designed to compensate Epiq fairly for the work of its professionals. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions and are consistent with the rates charged elsewhere.

17. Epiq regularly reviews its bills to ensure that the Debtors are only billed for services that were actual and necessary.

18. No understanding exists between Epiq and any other person for the sharing of compensation sought by Epiq, except among the parent, affiliates, members, employees and associates of Epiq.

**Summary of Professional Services**

19. Pursuant to, and consistent with, the relevant requirements of Local Rule 2016–1, as applicable, the following exhibits are attached hereto:

- A. **Exhibit A** contains a certification by the undersigned regarding compliance with the Fee Guidelines (as defined in **Exhibit A**);
- B. **Exhibit B** contains a list of Epiq’s project categories and the total billed to each category during the Compensation Period;
- C. **Exhibit C** contains a billing summary for the Compensation Period that includes the name of each professional for whose work compensation is sought, the aggregate time expended by each professional and the corresponding hourly billing rate at Epiq’s current billing rates and an indication of the individual amounts requested as part of this Application;
- D. **Exhibit D** contains the time detail for the Compensation Period;
- E. **Exhibit E** contains a summary of actual and necessary expenses for the Compensation Period; and
- F. **Exhibit F** contains a detailed description of expenses and disbursements.

20. To provide a meaningful summary of services rendered on behalf of the Debtors and their estates for the Compensation Period, Epiq has established, in accordance with its internal billing procedures, the following matter number(s) in connection with these Chapter 11 Cases:

Matter No.	Matter Description
495	Balloting/Solicitation Consultation

21. The following is a summary, by matter, of the most significant professional services rendered by Epiq as administrative agent during the Compensation Period. This summary is organized in accordance with Epiq’s internal system of matter numbers.

(a) **Ballot Tabulation/Certification (Matter #495)**

Total Fees: \$32,391.50

Total Hours: 152.00

This category includes all matters related to the solicitation of votes with respect to the Debtors' Plan, including but not limited to: (i) receiving, reviewing, and tabulating voted ballots submitted in connection with the Plan; (ii) preparation of a voting declaration; and (iii) attendance at the confirmation hearing.

**Reasonable and Necessary Services Rendered by Epiq**

22. The foregoing professional services rendered by Epiq on behalf of the Debtors during the Compensation Period were reasonable, necessary, and appropriate to the administration of the Chapter 11 Cases and related matters.

23. Epiq is one of the country's leading Chapter 11 administrators, with experience in, among other things, solicitation, balloting and facilitating other administrative aspects of bankruptcy cases. As a specialist in consulting and legal administration services, Epiq provides comprehensive solutions to a wide variety of administrative issues for bankruptcy cases and has substantial experience in matters of the size and complexity of these Chapter 11 Cases. Overall, Epiq brings to these Chapter 11 Cases a particularly high level of skill and knowledge, which inured to the benefit of the Debtors and all stakeholders.

24. During the Compensation Period, Epiq consulted and assisted the Debtors in several phases of these Chapter 11 Cases. To this end, as set forth in detail in **Exhibit C** annexed hereto, numerous Epiq professionals expended time rendering services on behalf of the Debtors and their estates.

25. During the Compensation Period, Epiq's hourly billing rates for its professionals providing services for the Debtors ranged from \$200.00 to \$235.00. Allowance of compensation

in the amount requested would result in a blended hourly billing rate for professionals of approximately \$213.10 (based on 152.00 recorded hours at Epiq's regular billing rates in effect at the time of the performance of services). The hourly rates and corresponding rate structure utilized by Epiq in these Chapter 11 Cases are generally equivalent to the hourly rates and corresponding rate structure predominantly used by Epiq for comparable matters, whether in Chapter 11 or otherwise, regardless of whether a fee application is required.

**Epiq's Requested Compensation and Reimbursement Should be Allowed**

26. Section 330 of the Bankruptcy Code provides that a court may award a professional employed under section 327 of the Bankruptcy Code "reasonable compensation for actual, necessary services rendered and reimbursement for actual, necessary expenses." 11 U.S.C. § 330(a)(1). Section 330 of the Bankruptcy Code also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded, the court should consider the nature, extent, and the value of such services, taking into account all relevant factors, including:

- A. the time spent on such services;
- B. the rates charged for such services;
- C. whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- D. whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- E. with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- F. whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

27. In the instant case, Epiq respectfully submits that the services for which it seeks compensation by this Application were necessary for and beneficial to the Debtors and their estates and were rendered to protect and preserve the Debtors' estates. Epiq respectfully submits that the services rendered were performed economically, effectively, and efficiently and that the results obtained to date have benefited all stakeholders in the cases. Epiq further submits that the compensation requested herein is fair and reasonable given (i) the complexity of these Chapter 11 Cases, (ii) the time expended, (iii) the rates charged for such services, (iv) the nature and extent of the services rendered, (v) the value of such services, and (vi) the costs of comparable services other than in a case under this title.

28. Epiq's professionals spent a total of 152.00 hours during the Compensation Period, which services have a fair market value of \$32,931.50. As demonstrated by this Application and all of the exhibits submitted in support hereof, Epiq spent its time economically and without unnecessary duplication. In addition, the work conducted was carefully assigned to appropriate professionals according to the experience and level of expertise required for each particular task. In summary, the services rendered by Epiq were necessary and beneficial to the Debtors and their estates and were consistently performed in a timely manner commensurate with the complexity, importance, novelty, and nature of the issues involved.

29. Accordingly, Epiq respectfully submits that approval of the compensation and expense reimbursement sought herein is warranted.

#### **Notice**

30. Notice of this Application has been provided to the following parties, or to their counsel, if known: (a) the Debtors, Cerro El Plomo 5680, Oficina 1202, Las Condes, Santiago, Chile (Attention: Esteban Moraga (esteban.moraga@latampower.com)); (b) counsel for the

Debtors: Greenberg Traurig, LLP, One Vanderbilt Avenue, New York, NY 10017 (Attention: Oscar N. Pinkas (PinkasO@gtlaw.com); Brian E. Greer (GreerB@gtlaw.com); Leo Muchnik (MuchnikL@gtlaw.com); Sara A. Hoffman (HoffmanS@gtlaw.com); and Jessica M. Wolfert (Jessica.Wolfert@gtlaw.com)); (c) counsel to the Ad Hoc Group: Cleary Gottlieb Steen & Hamilton LLP, One Liberty Plaza, New York, NY 10006 (Attention: Richard J. Cooper (rcooper@cgsh.com); Adam Brenneman (abrenneman@cgsh.com); and Thomas S. Kessler (tkessler@cgsh.com)); and (d) the United States Trustee, Department of Justice, One Bowling Green, Room 534, New York, New York 10004 (Attention: Tara Tiantian (Tara.Tiantian@usdoj.gov) and Mark Bruh (Mark.Bruh@usdoj.gov)). Epiq submits that such notice is appropriate and sufficient under the circumstances and that no other or further notice need be provided.

**No Prior Request**

31. No prior application for the relief requested herein has been made to this or any other court.

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Hearing Date: February 28, 2024 at 9:00 a.m. (prevailing Eastern Time)

**Conclusion**

WHEREFORE, for the reasons set forth herein, Epiq respectfully requests that this Court  
(a) enter an order granting the Application and (b) grant such other and further relief as is just and  
proper.

Dated: January 31, 2024  
New York, New York

*/s/ Kate Mailloux*

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Kate Mailloux  
Senior Director  
Epiq Corporate Restructuring, LLC  
777 Third Avenue, 12th Fl.  
New York, New York 10017

**Exhibit A**

**Certification**



**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

**In re**

**INVERSIONES LATIN AMERICA POWER LTDA.,  
*et al.*,<sup>1</sup>**

**Debtors.**

**Chapter 11**

**Case No. 23-11891 (JPM)**

**(Jointly Administered)**

**CERTIFICATION OF KATE MAILLOUX OF EPIQ CORPORATE  
RESTRUCTURING, LLC, PURSUANT TO GENERAL ORDER M-447 REGARDING  
THE FIRST AND FINAL APPLICATION OF EPIQ CORPORATE RESTRUCTURING,  
LLC, AS ADMINISTRATIVE AGENT FOR THE DEBTORS, FOR ALLOWANCE OF  
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND FOR  
REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES INCURRED FOR  
THE PERIOD FROM NOVEMBER 30, 2023 THROUGH JANUARY 12, 2024**

Pursuant to the *United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330* (Appendix A to 28 C.F.R. § 58) (the “**United States Trustee Guidelines**”), together with Local Rule 2016–1, the undersigned, a Senior Director of Epiq Corporate Restructuring, LLC (“**Epiq**”), the administrative agent for the above-captioned debtors and debtors-in-possession (the “**Debtors**”), hereby certifies with respect to the *First and Final Application of Epiq Corporate Restructuring, LLC, as Administrative Agent for the Debtors for Compensation for Professional Services Rendered and for Reimbursement of Actual and Necessary Expenses Incurred for the Period from November 30, 2023 through January 12, 2024* (the “**Application**”)<sup>2</sup> as follows:

<sup>1</sup> The Debtors, together with each Debtor’s Chilean identification number, are: Inversiones Latin America Power Ltda. (76.299.635-9); San Juan S.A. (76.319.883-9); and Norvind S.A. (76.919.070-8). The location of the corporate headquarters and the service address for Inversiones Latin America Power Ltda. is Cerro El Plomo 5680, Oficina 1202, Las Condes, Santiago, Chile.

<sup>2</sup> Capitalized terms used but not defined herein have the meanings ascribed to them in the Application.

1. I make this certification in respect of the foregoing Application for allowance and payment of compensation for professional services and reimbursement of expenses for the Compensation Period submitted by Epiq.

2. I am the professional designated by Epiq in respect of compliance Local Rule 2016–1, the United States Trustee Guidelines, and the *Administrative Order M-447 (Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases*, dated January 29, 2013 (Morris, C.J.)) (the “**Local Guidelines**” and together with the United States Trustee Guidelines, the “**Fee Guidelines**”).

3. I am thoroughly familiar with all the services performed on behalf of the Debtors by Epiq’s professionals.

4. In compliance with the Fee Guidelines, I certify that:

- A. I have read the Application;
- B. To the best of my knowledge, information and belief formed after reasonable inquiry, the fees and disbursements sought fall within the Fee Guidelines;
- C. Except to the extent that fees or disbursements are prohibited by the Fee Guidelines, the fees and disbursements sought are billed at rates and in accordance with practices customarily employed by Epiq and generally accepted by Epiq’s clients;
- D. In providing a reimbursable service in these Chapter 11 Cases, Epiq does not make a profit on that service, whether the service is performed by Epiq in house or through a third-party;
- E. In accordance with Bankruptcy Rule 2016(a) and section 504 of the Bankruptcy Code, no agreement or understanding exists between Epiq and any other person for the sharing of compensation to be received in connection with these Chapter 11 Cases; and
- F. All services for which compensation is sought were professional services on behalf of the Debtors and not on behalf of any other person.

5. By this certification, Epiq does not waive or release any rights or entitlements it has under the 327(a) Retention Order.

Dated: January 31, 2024  
New York, New York

*/s/ Kate Mailloux*

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Kate Mailloux  
Senior Director  
Epiq Corporate Restructuring, LLC  
777 Third Avenue, 12th Fl.  
New York, New York 10017

**Exhibit B**

**Summary of Fees Billed by Project Category for the Compensation Period**

<b>Matter Description</b>	<b>Total Hours</b>	<b>Total Fees Requested</b>
Balloting/Solicitation Consultation	152.00	\$32,391.50
<b>Total</b>	<b>152.00</b>	<b>\$32,391.50</b>

**Exhibit C**

**Summary of Hours Billed by Professionals During the Compensation Period**

<b>Employee Name</b>	<b>Title</b>	<b>Total Hours</b>	<b>Rate</b>	<b>Total</b>
Jane Sullivan	Director	56.90	\$235.00	\$13,371.50
Emily Young	Solicitation Consultant	1.20	\$200.00	\$240.00
Jeremy Rackauckas	Solicitation Consultant	11.80	\$200.00	\$2,360.00
John Chau	Solicitation Consultant	5.10	\$200.00	\$1,020.00
Joseph Arena	Solicitation Consultant	18.10	\$200.00	\$3,620.00
Stephenie Kjontvedt	Solicitation Consultant	25.10	\$200.00	\$5,020.00
Thomas Vasquez	Solicitation Consultant	33.80	\$200.00	\$6,760.00
	<b>TOTAL</b>	<b>152.00</b>		<b>\$32,391.50</b>
	<b>BLENDED RATE</b>		<b>\$213.10</b>	

**Exhibit D**

**Time Detail of Epiq's Professionals for the Compensation Period**

Matter Number: 495 Matter Description: Balloting/Solicitation Consultation								
NAME	DATE	POSITION	MATTER DESCRIPTION	DETAIL	HOURS BILLED	HOURLY RATE	COMPENSATION	
Stephenie Kjontvedt	11/30/2023	Solicitation Consultant	495 Balloting/Solicitation Consultation	RESPOND TO INQUIRIES REGARDING SOLICITATION	0.50	\$200.00	\$100	
Stephenie Kjontvedt	11/30/2023	Solicitation Consultant	495 Balloting/Solicitation Consultation	DRAFT CERTIFICATE OF SERVICE FOR SOLICITATION MAILING (1.6) PREPARE EXHIBITS RE SAME (2.4); CORRESPOND WITH L.MUCHNIK RE SAME	4.30	\$200.00	\$860	
Stephenie Kjontvedt	11/30/2023	Solicitation Consultant	495 Balloting/Solicitation Consultation	MONITOR EMAILS FOR INCOMING BALLOTS (6); REVIEW AND RECORD PRELIMINARY BALLOTS RECEIVED (1.5)	2.10	\$200.00	\$420	
Thomas Vazquez	11/30/2023	Solicitation Consultant	495 Balloting/Solicitation Consultation	RESPOND TO INQUIRIES REGARDING THE SOLICITATION MATERIALS	0.80	\$200.00	\$160	
Thomas Vazquez	11/30/2023	Solicitation Consultant	495 Balloting/Solicitation Consultation	RESPOND TO NOMINEE INQUIRIES REGARDING THE SOLICITATION MATERIALS	1.50	\$200.00	\$300	
Emily Young	11/30/2023	Solicitation Consultant	495 Balloting/Solicitation Consultation	REVIEW AND REVISE DRAFT CERTIFICATE OF SERVICE	0.50	\$200.00	\$100	
Stephenie Kjontvedt	12/1/2023	Solicitation Consultant	495 Balloting/Solicitation Consultation	ASSEMBLE NOTICE RECORDS FOR CREDITORS AND EQUITY HOLDERS (6); CORRESPOND WITH AND PROVIDE CASE TEAM RE SAME (1); COORDINATE FILING OF CERTIFICATE OF SERVICE (3)	1.00	\$200.00	\$200	
Thomas Vazquez	12/1/2023	Solicitation Consultant	495 Balloting/Solicitation Consultation	RESPOND TO NOMINEE INQUIRIES REGARDING THE SOLICITATION MATERIAL	1.80	\$200.00	\$360	
Stephenie Kjontvedt	12/3/2023	Solicitation Consultant	495 Balloting/Solicitation Consultation	CORRESPOND WITH R. AMPOFRO REGARDING COMBINED HEARING NOTICE AND OTHER DOCUMENTS FOR SOLICITATION	0.10	\$200.00	\$20	
Stephenie Kjontvedt	12/4/2023	Solicitation Consultant	495 Balloting/Solicitation Consultation	REVIEW RECORDS RE SERVICE OF COMBINED NOTICE AND OPT OUTS (1.3); REVISE FORMS, FORMATTING RE NOTICES RE SAME, SERVICE (.7); CORRESPOND WITH S. HOFFMAN, EPIQ TEAM RE SERVICE RE SAME (.6); COORDINATE REQUEST OF DTC LISTS (2)	2.80	\$200.00	\$560	
Jane Sullivan	12/4/2023	Practice Director	495 Balloting/Solicitation Consultation	CORRESPOND WITH TEAM RE OPEN ITEMS CONFERENCE	0.20	\$235.00	\$47	
Thomas Vazquez	12/4/2023	Solicitation Consultant	495 Balloting/Solicitation Consultation	COORDINATE SERVICE RE NOTICE OF COMMENCEMENT AND COMBINED HEARING NOTICE FOR SOLICITATION	2.50	\$200.00	\$500	
Thomas Vazquez	12/4/2023	Solicitation Consultant	495 Balloting/Solicitation Consultation	REQUEST RECORD DATE SECURITIES POSITION REPORT	0.50	\$200.00	\$100	
Jane Sullivan	12/5/2023	Practice Director	495 Balloting/Solicitation Consultation	RESEARCH RE ENEL MAILING (3); CORRESPOND WITH TEAM RE SAME, RELATED FOLLOW UP (.3); CONFERENCES RE SOLICITATION, RELATED ISSUES (9); DRAFT CORRESPONDENCE TO TEAM RE SAME (4)	1.90	\$235.00	\$446	
Stephenie Kjontvedt	12/6/2023	Solicitation Consultant	495 Balloting/Solicitation Consultation	CORRESPOND WITH EPIQ TEAM MEMBERS REGARDING DTC PARTICIPANT FILE (.5); CORRESPOND WITH S.HOFFMAN RE SAME (2); FORWARD CLASS 6 BALLOTS TO HOLDERS (1)	0.80	\$200.00	\$160	
Jane Sullivan	12/6/2023	Practice Director	495 Balloting/Solicitation Consultation	CONFERENCE WITH O. STEPHENS REGARDING OTHER NOTES (3); CONFERENCE WITH S. KJONTVEDT RE SAFRA (2)	0.50	\$235.00	\$117	
Thomas Vazquez	12/6/2023	Solicitation Consultant	495 Balloting/Solicitation Consultation	RESPOND TO INQUIRIES REGARDING THE SOLICITATION MATERIAL	0.50	\$200.00	\$100	
Thomas Vazquez	12/6/2023	Solicitation Consultant	495 Balloting/Solicitation Consultation	COORDINATE SERVICE RE THE NOTICE OF COMMENCEMENT AND COMBINED HEARING NOTICE EMAIL TO SOLICITATION PARTIES	1.20	\$200.00	\$240	
Thomas Vazquez	12/7/2023	Solicitation Consultant	495 Balloting/Solicitation Consultation	RESPOND TO INQUIRIES REGARDING THE SOLICITATION MATERIAL	0.20	\$200.00	\$40	
Jane Sullivan	12/8/2023	Practice Director	495 Balloting/Solicitation Consultation	INITIAL REVIEW OF ELECTION FORM (3); CONFERENCE WITH S. KJONTVEDT RE SAME (.5)	0.80	\$235.00	\$188	
Jane Sullivan	12/10/2023	Practice Director	495 Balloting/Solicitation Consultation	REVIEW, COMMENT ON DRAFT ELECTION FORM	3.00	\$235.00	\$705	
Stephenie Kjontvedt	12/11/2023	Solicitation Consultant	495 Balloting/Solicitation Consultation	CONFERENCE WITH L.MUCHNIK, J.SULLIVAN, GREENBERG TEAM REGARDING ELECTION FORM (.5); CONFERENCE WITH L.MUCHNIK, A.MILLER (CLEARY), AND J.SULLIVAN REGARDING ELECTION FORM (7)	1.20	\$200.00	\$240	
Jane Sullivan	12/11/2023	Practice Director	495 Balloting/Solicitation Consultation	COMPLETE COMMENTS TO ELECTION FORM (8); CORRESPOND WITH GREENBERG RE SAME (2); CONFERENCE, CORRESPOND WITH L.MUCHNIK, GT TEAM RE SAME (5); CORRESPOND WITH GT RE UPDATE FEEDBACK (1.1); CONFERENCE WITH CLEARY RE SAME (7); CONFERENCE WITH S. KJONTVEDT RE SAME (2); CORRESPOND WITH O STEPHENS RE SAME (3)	2.60	\$235.00	\$611	
Thomas Vazquez	12/11/2023	Solicitation Consultant	495 Balloting/Solicitation Consultation	RESPOND TO NOMINEE INQUIRIES REGARDING THE SOLICITATION MATERIAL	0.50	\$200.00	\$100	
Stephenie Kjontvedt	12/12/2023	Solicitation Consultant	495 Balloting/Solicitation Consultation	RESPOND TO SOLICITATION INQUIRIES	0.60	\$200.00	\$120	
Jane Sullivan	12/12/2023	Practice Director	495 Balloting/Solicitation Consultation	PREPARE ELECTION FORM FOR REVIEW BY DTC (7); CORRESPOND WITH DTC RE SAME (3); CONFERENCE WITH L.MUCHNICK RE SAME (5)	1.30	\$235.00	\$305	
Stephenie Kjontvedt	12/13/2023	Solicitation Consultant	495 Balloting/Solicitation Consultation	CORRESPOND WITH L.MUCHNIK REGARDING INQUIRY ON CURRENT TABULATION RESULT	0.20	\$200.00	\$40	
Jane Sullivan	12/13/2023	Practice Director	495 Balloting/Solicitation Consultation	REVIEW, ANALYZE VOTING REPORT; CORRESPOND WITH EPIQ TEAM RE SAME	1.00	\$235.00	\$235	
Stephenie Kjontvedt	12/14/2023	Solicitation Consultant	495 Balloting/Solicitation Consultation	DRAFT VOTING DECLARATION	1.40	\$200.00	\$280	
Jane Sullivan	12/14/2023	Practice Director	495 Balloting/Solicitation Consultation	CORRESPOND WITH DTC RE ELECTION REPORT (2); CONFERENCE WITH RJ HOLMES (DTC) AND L. MUCHNIK RE SAME (.3)	0.50	\$235.00	\$117	
Stephenie Kjontvedt	12/15/2023	Solicitation Consultant	495 Balloting/Solicitation Consultation	COMPLETE DRAFT VOTING DECLARATION (9); FORWARD SAME TO L.MUCHNIK FOR COMMENTS (2)	1.10	\$200.00	\$220	
Jane Sullivan	12/15/2023	Practice Director	495 Balloting/Solicitation Consultation	CONFERENCE WITH M. OCHS RE OPEN ISSUES (.5); CONFERENCE WITH S. KJONTVEDT REGARDING VOTING DECLARATION (3); CONFERENCE WITH DTC REGARDING LAUNCH TIMING (2); CONFERENCE WITH S. VANGALDER RE OPTION D (2); CONFERENCE WITH S VANGALDER AND M STANFORD, DTC RE OPEN ISSUES RE LAUNCH (3)	1.50	\$235.00	\$352	
John Chau	12/15/2023	Solicitation Consultant	495 Balloting/Solicitation Consultation	REVIEW AND VERIFY VOTE CERTIFICATION	0.60	\$200.00	\$120	
Jane Sullivan	12/18/2023	Practice Director	495 Balloting/Solicitation Consultation	CONFERENCE, CORRESPOND WITH M OCHS RE LAUNCH (6); LAUNCH OF ELECTION EVENT TO DTC (.5); CORRESPOND WITH S VANGALDER REGARDING TERMS (9); 5PM CONFERENCE RE ELIGIBILITY AND FOLLOW UP (8)	2.80	\$235.00	\$658	
Thomas Vazquez	12/18/2023	Solicitation Consultant	495 Balloting/Solicitation Consultation	COORDINATE THE ELECTION FORM SERVICE TO SOLICITATION PARTIES	2.00	\$200.00	\$400	
Thomas Vazquez	12/18/2023	Solicitation Consultant	495 Balloting/Solicitation Consultation	COORDINATE THE ELECTION FORM EMAIL SERVICE TO SOLICITATION PARTIES	0.50	\$200.00	\$100	
Joseph Arena	12/18/2023	Solicitation Consultant	495 Balloting/Solicitation Consultation	COORDINATE MAILING OF ELECTION FORM	0.50	\$200.00	\$100	
Jane Sullivan	12/19/2023	Practice Director	495 Balloting/Solicitation Consultation	CONFERENCE WITH PROFESSIONAL TEAM RE ELECTION, OPT INS (9); REVIEW TAX ANSWERS FROM COUNSEL (3); CORRESPOND WITH DTC RE SAME (1); CONFERENCE WITH DTC RE NO PAPERWORK (.3); CONSULT WITH S NEWSOME RE NO STOCK ELIGIBILITY (2)	1.80	\$235.00	\$423	
Thomas Vazquez	12/19/2023	Solicitation Consultant	495 Balloting/Solicitation Consultation	RESPOND TO NOMINEE INQUIRIES	2.10	\$200.00	\$420	
Thomas Vazquez	12/19/2023	Solicitation Consultant	495 Balloting/Solicitation Consultation	RESPOND TO NOMINEE INQUIRIES	1.00	\$200.00	\$200	
Stephenie Kjontvedt	12/20/2023	Solicitation Consultant	495 Balloting/Solicitation Consultation	CORRESPOND WITH J.SULLIVAN REGARDING OPT IN FORM	0.10	\$200.00	\$20	
Jane Sullivan	12/20/2023	Practice Director	495 Balloting/Solicitation Consultation	CONFERENCE WITH J RACKAUCKAS RE ATOP APPROVAL (1.0); CONFERENCE WITH TEAM RE FLYING FISH (.5)	0.60	\$235.00	\$141	
Thomas Vazquez	12/20/2023	Solicitation Consultant	495 Balloting/Solicitation Consultation	RESPOND TO NOMINEE INQUIRIES REGARDING THE ELECTION FORM	1.50	\$200.00	\$300	
Stephenie Kjontvedt	12/21/2023	Solicitation Consultant	495 Balloting/Solicitation Consultation	CORRESPOND WITH E. YOUNG REGARDING OPT IN FORM	0.10	\$200.00	\$20	
Jane Sullivan	12/21/2023	Practice Director	495 Balloting/Solicitation Consultation	CONFERENCE, CORRESPOND WITH EPIQ TEAM, COUNSEL RE OPT OUT FORM QUESTIONNAIRES	0.60	\$235.00	\$141	
Thomas Vazquez	12/21/2023	Solicitation Consultant	495 Balloting/Solicitation Consultation	RESPOND TO NOMINEE HOLDER INQUIRIES	0.50	\$200.00	\$100	
Thomas Vazquez	12/21/2023	Solicitation Consultant	495 Balloting/Solicitation Consultation	RESPOND TO NOMINEE HOLDER INQUIRIES	2.50	\$200.00	\$500	
Thomas Vazquez	12/21/2023	Solicitation Consultant	495 Balloting/Solicitation Consultation	CREATE THE ONLINE OPT-IN PORTAL	2.80	\$200.00	\$560	
Stephenie Kjontvedt	12/22/2023	Solicitation Consultant	495 Balloting/Solicitation Consultation	REVIEW AND UPDATE VOTING RECORDS (3); CORRESPOND WITH L. MUCHNIK AND S. HOFFMAN ON CURRENT RESULTS (2)	0.40	\$200.00	\$80	
Jane Sullivan	12/22/2023	Practice Director	495 Balloting/Solicitation Consultation	CONFERENCE WITH TEAM RE INDIVIDUAL CLAIM, DEPOSIT ISSUES (4); CORRESPOND WITH DWAC RE SAME, DETAILS FOLLOW UP (1)	0.50	\$235.00	\$117	
Thomas Vazquez	12/22/2023	Solicitation Consultant	495 Balloting/Solicitation Consultation	RESPOND TO NOMINEE INQUIRIES	2.50	\$200.00	\$500	
Jane Sullivan	12/26/2023	Practice Director	495 Balloting/Solicitation Consultation	CONFERENCE WITH L. MUCHNIK ON PRIORITIES FOR EFFECTIVE DATE	0.20	\$235.00	\$47	
Thomas Vazquez	12/26/2023	Solicitation Consultant	495 Balloting/Solicitation Consultation	RESPOND TO HOLDER INQUIRIES REGARDING THE SOLICITATION MATERIAL	1.30	\$200.00	\$260	
Joseph Arena	12/26/2023	Solicitation Consultant	495 Balloting/Solicitation Consultation	COORDINATE PROCESSING OF PUBLIC SECURITIES BALLOTS (4); RESPOND TO INQUIRIES RELATED TO ELECTION (6)	1.00	\$200.00	\$200	
Emily Young	12/26/2023	Solicitation Consultant	495 Balloting/Solicitation Consultation	COORDINATE BALLOT PROCESSING (4); RESPOND TO CREDITORS RE OPEN INQUIRIES (3).	0.70	\$200.00	\$140	
Jeremy Rackauckas	12/26/2023	Solicitation Consultant	495 Balloting/Solicitation Consultation	ANALYZE INVOICE REVIEW/RESPONSE/MANAGEMENT	1.50	\$200.00	\$300	
Jeremy Rackauckas	12/26/2023	Solicitation Consultant	495 Balloting/Solicitation Consultation	ANALYZE INVOICE REVIEW/RESPONSE/MANAGEMENT	0.50	\$200.00	\$100	
Stephenie Kjontvedt	12/27/2023	Solicitation Consultant	495 Balloting/Solicitation Consultation	CORRESPOND WITH L. MUCHNIK RE MASTER BALLOT REPORT (3); CORRESPOND WITH S. HOFFMAN REGARDING CONFIRMATION HEARING (1); REVIEW, ANALYZE DISCLOSURE ORDER, BALLOTS, AND PLAN FOR CRITERIA RE VOTING CLASSES, CLAIMHOLDERS (5); REVIEW REPORTS AND FILES FOR OPT INS (5)	1.40	\$200.00	\$280	
Jane Sullivan	12/27/2023	Practice Director	495 Balloting/Solicitation Consultation	OUTREACH RE ATOP REPORTING (2); ANALYZE ISSUES RE EUROCLEAR RESPONSE (4)	0.60	\$235.00	\$141	
Joseph Arena	12/27/2023	Solicitation Consultant	495 Balloting/Solicitation Consultation	ANALYZE ISSUES RELATED TO VOTE TABULATION	0.50	\$200.00	\$100	
John Chau	12/27/2023	Solicitation Consultant	495 Balloting/Solicitation Consultation	PREPARE TABULATION DATABASE (4); REVIEW AND PROCESS MASTER BALLOTS (6)	1.00	\$200.00	\$200	

Matter Number: 495 Matter Description: Balloting/Solicitation Consultation								
NAME	DATE	POSITION	MATTER DESCRIPTION	DETAIL	HOURS BILLED	HOURLY RATE	COMPENSATION	
Stephenie Kjontvedt	12/28/2023	Solicitation Consultant	495 Balloting/Solicitation Consultation	REVIEW INCOMING MASTER BALLOTS (4); CORRESPOND WITH WITH EPIQ TEAM RE PROCESSING OF SAME (2)	0.60	\$200.00	\$120	
Stephenie Kjontvedt	12/28/2023	Solicitation Consultant	495 Balloting/Solicitation Consultation	REVIEW TABULATION DATA (3) UPDATE VOTING DECLARATION RE SAME (5); PREPARE DRAFT EXHIBITS (2.7); CORRESPOND WITH L. MUCHNIK RE DRAFT DECLARATION AND EXHIBITS, QUESTIONS ON INTEREST CALCULATIONS (7)	4.20	\$200.00	\$840	
Jane Sullivan	12/28/2023	Practice Director	495 Balloting/Solicitation Consultation	CONFERENCE WITH M OCHS RE DTC ISSUES (5); PREPARE ELIGIBILITY EMAIL TO DTC (1.0)	1.50	\$235.00	\$352	
Joseph Arena	12/28/2023	Solicitation Consultant	495 Balloting/Solicitation Consultation	ANALYZE ISSUES RE VOTING OVERSIGHT (7); ASSIST WITH PREPARATION OF TABULATION REPORT (1.3)	2.00	\$200.00	\$400	
John Chau	12/28/2023	Solicitation Consultant	495 Balloting/Solicitation Consultation	REVIEW AND RECONCILE MASTER BALLOTS	0.50	\$200.00	\$100	
Jeremy Rackaukas	12/28/2023	Solicitation Consultant	495 Balloting/Solicitation Consultation	TABULATE BALLOTS	1.00	\$200.00	\$200	
Jeremy Rackaukas	12/28/2023	Solicitation Consultant	495 Balloting/Solicitation Consultation	COORDINATE, ANALYZE ISSUES RE ELECTION ATOP REPORTING	1.00	\$200.00	\$200	
Jeremy Rackaukas	12/28/2023	Solicitation Consultant	495 Balloting/Solicitation Consultation	REVIEW BALLOT TABULATION	1.00	\$200.00	\$200	
Jeremy Rackaukas	12/28/2023	Solicitation Consultant	495 Balloting/Solicitation Consultation	PROCESS MASTER BALLOTS	2.00	\$200.00	\$400	
Stephenie Kjontvedt	12/29/2023	Solicitation Consultant	495 Balloting/Solicitation Consultation	CORRESPOND WITH EPIQ TEAM REGARDING BALLOT RECONCILIATION (5); REVISE VOTING DECLARATION AND EXHIBITS (8); CORRESPOND WITH L. MUCHNIK RE FILING SAME (1)	1.40	\$200.00	\$280	
Thomas Vazquez	12/29/2023	Solicitation Consultant	495 Balloting/Solicitation Consultation	RECONCILE NOMINEE BALLOTS	1.00	\$200.00	\$200	
Joseph Arena	12/29/2023	Solicitation Consultant	495 Balloting/Solicitation Consultation	RESPOND TO INQUIRIES RELATED TO ELECTION	0.60	\$200.00	\$120	
Stephenie Kjontvedt	1/2/2024	Solicitation Consultant	495 Balloting/Solicitation Consultation	COORDINATE REMOTE HEARING REGISTRATION	0.10	\$200.00	\$20	
Jane Sullivan	1/2/2024	Practice Director	495 Balloting/Solicitation Consultation	ANALYZE ISSUES RE QUESTIONNAIRE COORDINATION WITH DTC AND UMB (8); CORRESPOND WITH SAME RE SAME (6); CORRESPOND WITH SAME RE BLOR (8); RESEARCH FOR QUESTIONNAIRE (5)	2.70	\$235.00	\$634	
Thomas Vazquez	1/2/2024	Solicitation Consultant	495 Balloting/Solicitation Consultation	RESPOND TO INQUIRIES REGARDING THE ELECTION FORM	0.20	\$200.00	\$40	
Thomas Vazquez	1/2/2024	Solicitation Consultant	495 Balloting/Solicitation Consultation	RESPOND TO AGENT INQUIRIES REGARDING THE SOLICITATION MATERIAL	0.20	\$200.00	\$40	
Jeremy Rackaukas	1/2/2024	Solicitation Consultant	495 Balloting/Solicitation Consultation	COORDINATE, ANALYZE ISSUES RE ELECTION ATOP REPORTING	0.50	\$200.00	\$100	
Jeremy Rackaukas	1/2/2024	Solicitation Consultant	495 Balloting/Solicitation Consultation	COORDINATE, ANALYZE ISSUES RE ELECTION REPORTING	1.00	\$200.00	\$200	
Stephenie Kjontvedt	1/3/2024	Solicitation Consultant	495 Balloting/Solicitation Consultation	PREPARE FOR AND ATTEND CONFIRMATION HEARING (6); CORRESPOND WITH EPIQ TEAM REGARDING PLAN CONFIRMATION (1)	0.70	\$200.00	\$140	
Jane Sullivan	1/3/2024	Practice Director	495 Balloting/Solicitation Consultation	REVISE QUESTIONNAIRES (1.3); CORRESPOND WITH EPIQ TEAM RE EARLY COORDINATION RE SAME (4); CONFERENCES, CORRESPOND WITH EPIQ ADVISOR TEAMS RE SAME, OPEN ITEMS (1.6)	3.30	\$235.00	\$775	
Thomas Vazquez	1/3/2024	Solicitation Consultant	495 Balloting/Solicitation Consultation	RECONCILE NOMINEE AGENT DATA RELATED TO PUBLIC SECURITIES MAILINGS	0.30	\$200.00	\$60	
Thomas Vazquez	1/3/2024	Solicitation Consultant	495 Balloting/Solicitation Consultation	REQUEST SECURITIES POSITION REPORTS	0.30	\$200.00	\$60	
John Chau	1/3/2024	Solicitation Consultant	495 Balloting/Solicitation Consultation	RECONCILE NOMINEE AGENT FILES RELATED TO ASSOCIATED MAILING TO BENEFICIAL HOLDERS	0.20	\$200.00	\$40	
Jeremy Rackaukas	1/3/2024	Solicitation Consultant	495 Balloting/Solicitation Consultation	PROCESS NOMINEE INVOICE	0.30	\$200.00	\$60	
Jeremy Rackaukas	1/3/2024	Solicitation Consultant	495 Balloting/Solicitation Consultation	COORDINATE, ANALYZE ISSUES RE ELECTION ATOP PROCESSING	1.00	\$200.00	\$200	
Jane Sullivan	1/4/2024	Practice Director	495 Balloting/Solicitation Consultation	ANALYZE ISSUES RE CLOSING, BLORS AND TRACKING INFO TO DTC (1.5); ANALYZE ISSUES RE QUESTIONNAIRES AND CONFIRMATION ORDER (9); CONFERENCE WITH COUNSEL RE OPEN ITEMS (7); CONFERENCE WITH EPIQ TEAM RE OPEN ITEMS, NEXT STEPS (4); CONFERENCE, CORRESPOND WITH M. OCHS RE AUTHENTICATION ORDER, FOLLOW UP (9)	4.40	\$235.00	\$1,034	
Thomas Vazquez	1/4/2024	Solicitation Consultant	495 Balloting/Solicitation Consultation	RESPOND TO NOMINEE INQUIRIES REGARDING THE ELECTION FORM	0.40	\$200.00	\$80	
Joseph Arena	1/4/2024	Solicitation Consultant	495 Balloting/Solicitation Consultation	RESPOND TO INQUIRIES RELATED TO ELECTION PROCEDURES (1.6); REVIEW ELECTION REPORT (3); REVIEW ADDITIONAL SOLICITATION REPORTING (3); COORDINATE PREPARATION OF PAYMENT INSTRUCTIONS (8)	3.00	\$200.00	\$600	
John Chau	1/4/2024	Solicitation Consultant	495 Balloting/Solicitation Consultation	REVIEW ELECTIONS (2); PREPARE REPORTING (3)	0.50	\$200.00	\$100	
Jeremy Rackaukas	1/4/2024	Solicitation Consultant	495 Balloting/Solicitation Consultation	COORDINATE, ANALYZE ISSUES RE ELECTION ATOP PROCESSING	1.00	\$200.00	\$200	
Jane Sullivan	1/5/2024	Practice Director	495 Balloting/Solicitation Consultation	WITHDRAW ISSUE AT DEADLINE (2); CONFERENCE WITH CHASE RE OPEN ITEMS (9); CONFERENCE L O DONNELL, DTC, RE UPDATED NOTE (5); REVIEW, ANALYZE OPEN ISSUES RE EFFECTIVE DATE (2.3)	3.90	\$235.00	\$916	
Thomas Vazquez	1/5/2024	Solicitation Consultant	495 Balloting/Solicitation Consultation	PREPARE ELECTION EVENT DTC PAYMENT FILE	2.20	\$200.00	\$440	
Thomas Vazquez	1/5/2024	Solicitation Consultant	495 Balloting/Solicitation Consultation	RESPOND TO NOMINEE INQUIRIES	0.20	\$200.00	\$40	
Joseph Arena	1/5/2024	Solicitation Consultant	495 Balloting/Solicitation Consultation	RESPOND TO INQUIRIES RELATED TO DISTRIBUTIONS (2.2); ANALYZE ISSUES RE INQUIRIES RELATED TO ELECTION PROCEDURES (1.8); REVIEW AND UPDATE DISTRIBUTION CALCULATIONS (1.5); CONFERENCE WITH LAZARD RE SAME (5)	6.00	\$200.00	\$1,200	
John Chau	1/5/2024	Solicitation Consultant	495 Balloting/Solicitation Consultation	REVIEW ELECTIONS (7) PREPARE REPORTING RE SAME (8)	1.50	\$200.00	\$300	
Joseph Arena	1/6/2024	Solicitation Consultant	495 Balloting/Solicitation Consultation	REVIEW AND UPDATE DISTRIBUTION CALCULATIONS (1.0); CONFERENCE WITH LAZARD RE SAME (5)	1.50	\$200.00	\$300	
Jane Sullivan	1/8/2024	Practice Director	495 Balloting/Solicitation Consultation	RESERACH, DRAFT FINRA EMAIL (8); RESEARCH, DRAFT FINRA AND DTC EFFECTIVE DATE NOTICE (9); CORRESPOND WITH COUNSEL RE NOTICES REVIEW (3); CONFERENCE WITH ADAM ALLSTON & BIRD RE OPEN ITEMS (5); CONFERENCE WITH M. OCHS RE SAME (2); WITHDRAW ISSUE FOR ATOP (3) CONFERENCE, CORRESPOND WITH S. IMHOF, J. CHAU RE SAME, REPORTING (4)	3.40	\$235.00	\$799	
Joseph Arena	1/8/2024	Solicitation Consultant	495 Balloting/Solicitation Consultation	PREPARATIONS RELATED TO CLOSING (5); CORRESPOND WITH TEAM RE SAME (5)	1.00	\$200.00	\$200	
John Chau	1/8/2024	Solicitation Consultant	495 Balloting/Solicitation Consultation	REVIEW ELECTIONS (5); PREPARE REPORTING (3)	0.80	\$200.00	\$160	
Jeremy Rackaukas	1/8/2024	Solicitation Consultant	495 Balloting/Solicitation Consultation	PROCESS NOMINEE INVOICES	0.50	\$200.00	\$100	
Jane Sullivan	1/9/2024	Practice Director	495 Balloting/Solicitation Consultation	DRAFT PROCESS MEMO TO DTC (8); REVIEW EFFECTIVE DATE TIMELINE (6); CORRESPOND WITH A. MILLER, CLEARY RE COMMENTS RE SAME (2)	1.70	\$235.00	\$399	
Thomas Vazquez	1/9/2024	Solicitation Consultant	495 Balloting/Solicitation Consultation	PREPARE FOR THE EFFECTIVE DATE NOTICE MAILING REGARDING SOLICITATION	0.30	\$200.00	\$60	
Jane Sullivan	1/10/2024	Practice Director	495 Balloting/Solicitation Consultation	PREPARE FOR CLOSING (1.0); CONFERENCE WITH M OCHS RE SAME (6); ANALYZE OPEN ISSUES RE AUTHENTICATION ORDERS AND CANCELLATION ORDERS (2.0); DRAFT, REVISE FINRA NOTICE (8); CONFERENCE WITH L O DONNELL AND S IMHOF RE OPEN ITEMS (5)	4.90	\$235.00	\$1,151	
Joseph Arena	1/10/2024	Solicitation Consultant	495 Balloting/Solicitation Consultation	ANALYZE ISSUES RE CLOSING PREPARATION (1.5); REVIEW PRECEDENT, REPORTS RE SAME (5)	2.00	\$200.00	\$400	
Jane Sullivan	1/11/2024	Practice Director	495 Balloting/Solicitation Consultation	PREPARE REGARDING EFFECTIVE DATE (1.9); CONFERENCE, CORRESPOND WITH M. OCHS RE SAME (9); CONFERENCE WITH DTC REGARDING SECONDARY ATOP EVENT (5); CORRESPOND WITH WITH GT AND CLEARY REGARDING PROPOSED PROTOCOL (7); DRAFT, REVISE NEW FORM FOR BACK END (3.3)	7.40	\$235.00	\$1,739	
Jeremy Rackaukas	1/11/2024	Solicitation Consultant	495 Balloting/Solicitation Consultation	PROCESS NOMINEE INVOICES	0.50	\$200.00	\$100	
Jane Sullivan	1/12/2024	Practice Director	495 Balloting/Solicitation Consultation	CORRESPOND WITH EPIQ TEAM, PROFESSIONALS RE CLOSING AND EFFECTIVE DATE (1.5); CORRESPOND WITH SAME RE SHARES WITH O STEPHENS AND UMB (1.0); ANALYZE ISSUES RE SAME (8)	3.30	\$235.00	\$775	
Thomas Vazquez	1/12/2024	Solicitation Consultant	495 Balloting/Solicitation Consultation	COORDINATE THE EFFECTIVE DATE NOTICE MAILING REGARDING SOLICITATION PARTIES	3.00	\$200.00	\$600	
<b>Total</b>					<b>152.00</b>		<b>\$32,391</b>	



**Exhibit E**

**Summary of Actual and Necessary Expenses for the Compensation Period**

Description	Total Fees Requested
None	\$0.00
TOTAL	\$0.00

**Exhibit F**

**Detailed Description of Expenses and Disbursement**

<b>Description</b>	<b>Total Fees Requested</b>
<b>None</b>	<b>\$0.00</b>
<b>TOTAL</b>	<b>\$0.00</b>